

Response Due Date: June 15, 2009

James E. DeLine (P45205) (Admitted *Pro Hac Vice*)
P. Warren Hunt (P69713) (Admitted *Pro Hac Vice*)
Kerr, Russell and Weber, PLC
500 Woodward Ave, Suite 2500
Detroit, MI 48226
Telephone: (313) 961-0200
Facsimile: (313) 961-0388

Counsel for Windsor Mold Inc. and Windsor Mold USA Inc.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X		
In re	:	Chapter 11
	:	
GENERAL MOTORS CORP., <i>et al.</i> ,	:	Case No. 09-50026 (REG)
	:	
Debtors.	:	(Jointly Administered)
-----X		

**OBJECTION OF WINDSOR MOLD INC. AND WINDSOR MOLD USA INC. TO
NOTICE OF (I) DEBTORS' INTENT TO ASSUME AND ASSIGN CERTAIN
EXECUTORY CONTRACTS, UNEXPIRED LEASES OF PERSONAL PROPERTY,
AND UNEXPIRED LEASES OF NONRESIDENTIAL REAL PROPERTY
AND (II) CURE AMOUNTS RELATED THERETO**

Windsor Mold Inc. and Windsor Mold USA Inc. (collectively "Windsor Mold") creditors and interested parties, object to the Notice of (I) Debtors' Intent to Assume and Assign Certain Executory Contracts and Unexpired Leases and (II) Cure Amounts Related Thereto ("Assumption Notice") served upon by the above captioned debtors and debtors-in-possession (collectively, the "Debtors") pursuant to the Court's Bidding Procedures Order (Docket No. 274). In support of the objection, Windsor Mold states:

1. The Debtors are parties to executory contracts with Windsor Mold.
2. The Debtors have proposed assuming and assigning certain of Windsor Mold's executory contracts (the "Designated Contracts").

3. Windsor Mold objects to the Assumption Notice to the extent that no Cure Amount is identified by the Debtors and/or the Cure Amount is inadequate.

4. Windsor Mold also objects to the Assumption Notice to the extent it would allow payment of less than all pre-petition and post-petition obligations owed by Debtors to Windsor Mold, as is required by § 365 of the Bankruptcy Code. *In re Burger Boys*, 94 F.3d 755, 763 (2nd Cir. 1996).

5. Windsor Mold further objects to the extent Debtors' Notice would allow assumption of executory contracts without satisfying the requirements in § 365(b)(1). *See also Aetna Casualty & Surety Co. v. Gamel*, 45 B.R. 345, 348 (N.D.N.Y. 1984) (citing *In re Luce Industries, Inc.*, 8 B.R. 100, 104 (Bankr. S.D.N.Y. 1980) *rev'd on other grds.*, 14 B.R. 529 (S.D.N.Y. 1981)).

6. Windsor Mold reserves any and all rights arising from or associated with the Designated Contracts.

7. Because the legal and factual authority upon which Windsor Mold relies are incorporated into this objection, Windsor Mold respectfully requests that the Court deem satisfied or, alternatively, waive any requirement of the filing of a separate memorandum of law contained in Local Bankruptcy Rule 9013-1(a).

8. Because Windsor Mold files this objection before having all necessary information regarding the Designated Contracts or the proposed Cure Amounts, Windsor Mold reserves the right to amend this objection to include additional facts or arguments as may be determined by further investigation and also to raise such other and further objections to any proposed assumption and assignment or Cure Amounts with respect to Windsor Mold's Designated Contracts.

WHEREFORE, Windsor Mold respectfully requests that the Court enter an order (a) sustaining this objection in its entirety and denying the assumption and assignment of Windsor Mold's executory contracts on the terms proposed by the Debtors, (b) reserving its rights in connection with any Designated Contracts or Cure Amounts listed and (c) providing Windsor Mold with such other and further relief as is appropriate.

Respectfully submitted,

KERR, RUSSELL AND WEBER, PLC

By: /s/ P. Warren Hunt

James E. DeLine (Admitted *Pro Hac Vice*)
P. Warren Hunt (Admitted *Pro Hac Vice*)
Kerr, Russell and Weber, PLC
Counsel for Windsor Mold, Inc. and Windsor
Mold USA, Inc.
500 Woodward Ave, Suite 2500
Detroit, MI 48226
Telephone: (313) 961-0200
Facsimile: (313) 961-0388

Dated: June 12, 2009

James E. DeLine (P45205) (Admitted *Pro Hac Vice*)
P. Warren Hunt (P69713) (Admitted *Pro Hac Vice*)
Kerr, Russell and Weber, PLC
500 Woodward Ave, Suite 2500
Detroit, MI 48226
Telephone: (313) 961-0200
Facsimile: (313) 961-0388
Counsel for Windsor Mold, Inc. and Windsor Mold USA, Inc.

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CERTIFICATE OF SERVICE

I hereby certify that on June 12, 2009, I electronically filed the foregoing Objection to the Notice of (I) Debtors' Intent to Assume and Assign Certain Executory Contracts and Unexpired Leases and (II) Cure Amounts Related Thereto, Exhibit A and this Certificate of Service with the Clerk of the Court using the ECF system which will send notification of such filing to all ECF participants. A copy of this document was also served on the following parties on June 12, 2009 via Federal Express:

Warren Command Center
Mailcode 480-206-114
General Motors Corporation
Cadillac Building
30009 Van Dyke Avenue
Warren, MI 48090

Harvey R. Miller, Esq.
Stephen Karotkin, Esq.
Joseph H. Smolinsky, Esq.
Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, New York, 10153

Matthew Feldman, Esq.
U.S. Treasury
1500 Pennsylvania Avenue NW
Room 2312

Washington, D.C., 20220

John R. Rapisardi, Esq.
Cadwalader, Wickersham & Taft, LLP
One World Financial Center
New York, New York 10281

Kenneth Eckstein, Esq.
Thomas Moers Mayer, Esq.
Kramer Levin Naftalis & Frankel LLP
1177 Avenue of the Americas
New York, New York 10036

Michael J. Edelman, Esq.
Michael L. Schein, Esq.
Vedder Price, P.C.
1633 Broadway, 47th Floor
New York, New York 10036

Office of the United States Trustee for the
Southern District of New York
33 Whitehall Street
21st Floor
New York, New York 10004
Attn: Diana G. Adams, Esq.

Chambers Copy
Hon. Robert E. Gerber
United States Bankruptcy Court
Southern District of New York
One Bowling Green, Room 621
New York, New York 10004-1408

/s/ P. Warren Hunt
P. Warren Hunt (P69713) (*Pro Hac Vice*)
James E. DeLine (P45205) (*Pro Hac Vice*)
KERR, RUSSELL AND WEBER, PLC
Counsel for Windsor Mold, Inc. and Windsor Mold
USA, Inc.
500 Woodward Avenue, Suite 2500
Detroit, MI 48226-3406
313-961-0200 (telephone)
313-961-0388 (facsimile)
pwh@krwlaw.com
jed@krwlaw.com

Dated: June 12, 2009